

UNITARIAN UNIVERSALIST CHURCH OF BOULDER
Boulder, Colorado
BYLAWS
as amended by the Congregation June 14, 2009

ARTICLE I: NAME

The name of this religious society shall be “The Unitarian Universalist Church of Boulder, Colorado.”

ARTICLE II: PURPOSE

We are united in the free quest of those high religious values that assist the living of a full life. In the discipline of truth, irrespective of the source and in the spirit of universal humanity, we unite to strengthen our convictions in the value and need for religion, and through the strength of our unity, to give expression to these convictions.

ARTICLE III: DENOMINATIONAL AFFILIATION

This society is a member of the Unitarian Universalist Association of Congregations and the Mountain Desert District of the Unitarian Universalist Association of Congregations.

ARTICLE IV: MEMBERSHIP

Section 1. Membership

- A. Voting Members. Voting members shall include all persons fourteen (14) years of age or older who subscribe to the purpose stated in Article II satisfy the requirements prescribed by these bylaws, have signed the membership book in the presence of the Minister, the Moderator, the Clerk, or the President of the Congregation, and who agree to make a regular recorded financial contribution to the Church. Under special consideration, services may be substituted for monetary contribution. A new member shall be eligible to vote on church business sixty (60) days after meeting the requirements for membership.
- B. Additional Categories of Membership. The Board of Trustees may create such additional categories of membership with specific benefits and responsibilities, as it deems appropriate. Members of such categories shall not be eligible to vote on church business.
- C. Removal from Membership. An individual may, at any time, be removed from membership for the following reasons:
 - (1) Such person has died, resigned, or failed to respond within sixty (60) days to a letter of inquiry from the Church as to whether such person wishes to continue his or her membership; or
 - (2) The behavior of such person is, in the judgment of the Board of Trustees, detrimental to the continued functioning of the Church. A member’s opinion on any matter, or their civil expressions of those opinions, shall not be grounds for removal.

Section 2. Review of the Membership Roll. The membership roll shall be reviewed by the Clerk of the Congregation before any Congregational Meeting for purposes of determining who shall be eligible to vote at the meeting. Individual issues of voting eligibility will be resolved by the Clerk of the Congregation along with the Moderator. The Clerk of the Congregation shall inform the Board of Trustees of the individuals being removed from membership at a minimum of twice each year, before the winter and spring congregational meetings.

Section 3. Withdrawal Any member may withdraw and cease to be a member by notifying the Clerk of the congregation in writing.

Section 4. Removal Anyone who disrupts a Worship Service, a Congregational Meeting, a Board of Trustees meeting, or a committee meeting, may be barred from that meeting. A decision to bar a member from a meeting is limited to that single meeting unless extended by a majority vote of the Board of Trustees. Any member who acts against the purpose stated in Article II may be barred from Congregational, Board of Trustees, or committee meetings by a majority vote of the Board of Trustees, such decision subject to review at a duly constituted Congregational Meeting.

Section 5. Nondiscrimination The church welcomes persons of all races, sexual orientation, gender identity, affectional preferences, ages, abilities, cultures and religious backgrounds. Issues of perceived discrimination will be addressed by the Board.

Section 6. Transfer A member who is moving from the community may ask the Clerk of the congregation for a letter of introduction to the church of the member's choice.

ARTICLE V: THE CONGREGATION:

Section 1. On all questions, the ultimate governing body of the church shall be the congregation, an assembly of the active membership.

Section 2. It shall be the financial policy of this congregation to raise sufficient funds in each fiscal year to meet the financial requirements of the church.

Section 3. Officers of the Congregation. Officers of the congregation shall be the members of the Board of Trustees, a Moderator, a Clerk and a Treasurer. A President-Elect shall be elected yearly at the Spring Congregational Meeting and will serve as President the year following his or her term as President-Elect. The Moderator and Clerk shall be elected to two-year staggered terms. The Treasurer shall be elected by the Board of Trustees.

Section 4. Duties of the Officers of the Congregation

President: The President shall be subject to direction from the congregation and the Board of Trustees. The President of the congregation also serves as the Chair of the Board of Trustees and Moderator of the Board of Trustees' meetings. He or she is an ex-officio member of all committees except the Nominating Committee and the Committee on Ministry. He or she shall represent the society on all appropriate occasions.

President-Elect: The President-Elect shall be the legal substitute for the President in case of the absence, incapacity, resignation or death of the President, and all rights and duties belonging to and granted to the President shall devolve upon the President-Elect who is acting in the capacity of the President.

Moderator: The Moderator shall preside at all congregational meetings. He or she shall see that all legalities of the congregational meetings are observed. He or she shall, in consultation with the President, prepare agendas for the Winter and Spring Congregational Meetings.

Clerk: The Clerk shall keep minutes of all congregational meetings, supply copies to the Board of Trustees, record election results, send notices of all congregational meetings, prepare a list of voting members before each congregational meeting, and keep the church rolls of active and inactive members up to date. The Clerk will ensure that the annual census is provided to the UUA. The Clerk will also be responsible for maintaining an accurate and current edition of the church bylaws.

Treasurer: The Treasurer shall be elected by the Board of Trustees and shall serve as Treasurer for the Congregation. Under the direction of the Board of Trustees, he or she shall supervise the reception and disbursement of all moneys related to the operating budget of the church. He or she shall have custody of all corporate funds and financial records and be responsible for keeping full and accurate records. The treasurer shall submit a monthly report to the Board of Trustees and a yearly report to the congregation at the Spring Congregational meeting or whenever else required by the Board of Trustees or President. He or she shall be the chair of the Finance Council and shall assist the Finance Council in preparing the annual budget.

ARTICLE VI: MEETINGS OF THE CONGREGATION AND THE ELECTION PROCEDURES

Section 1. Meetings

- A. Congregational Meeting Part I. A Winter Congregational Meeting shall be held in January, February or March at such time and place as shall be fixed by the Board of Trustees. At this meeting, reports shall be made and other appropriate business transacted, first from the agenda, then by any other motions of active members from the floor.
- B. Congregational Meeting Part II. A Spring Congregational Meeting shall be held in May or June at such time and place as shall be fixed by the Board of Trustees. At this meeting elections shall be held. The annual report from the Treasurer shall be presented, and a budget for the ensuing fiscal year shall be presented and approved by vote. The Minister shall make the Minister's Annual Report to the Congregation, presented orally, and made available in

written form on a church bulletin board. Committees shall not present orally, but will post their reports in written form on a church bulletin board by the date of this meeting. Other reports may be presented. Congregation business will be transacted, first from the agenda, then by whatever motions of active members from the floor.

C. Special meetings. Special congregational meetings may be called at any time by the Board of Trustees, the President or the Moderator of the congregation.

D. The Board of Trustees must call a special meeting within 30 days after the receipt of a petition signed by 10% of the active members stating the purpose for which they wish the special meeting be called. At any special meeting, only business concerning the purposes for which it is called shall be transacted.

Section 2. Election Procedures.

The Nominating Committee shall have presented its list of nominees. Additional candidates may be nominated from the floor. All nominees shall be or have been advised of the duties of the office, shall be active members of the church, and shall express or have expressed their willingness to serve if elected. Nominees for President-Elect must have served at least one (1) year on the Board of Trustees. At the close of the nominations, election shall be conducted by secret ballot, unless there is no contest for any position, in which case the vote will be to accept or reject the slate. A candidate is not required to receive a majority of the votes. The candidates with the most votes are selected, up to the number of positions available. In the event of a tie, the individuals with more votes than the tie (if any) are removed from the list, and another vote is taken. If after five (5) votes, no conclusion is reached, the President may appoint individual(s) to the remaining positions.

Section 3. Quorum. At any congregational meeting, 10% of the active members shall constitute a quorum (except as noted in Section 7 below in the selling of the church building and Article XII, Section 2 in re-election or termination of the minister). A majority vote of those active members present and voting shall decide any question except where specified differently in these bylaws.

Section 4. Notice. Notice of all congregational meetings must be sent to the active members at least fourteen (14) days in advance of the meeting.

Section 5. Voting Restrictions. There shall be no absentee or proxy voting.

Section 6. Indebtedness and Real Estate Matters. A 60% majority vote shall be required to approve transactions involving indebtedness of more than \$25 per active member and all transaction involving real estate.

Section 7. Selling of the Church. A decision to sell the church building may be made only at a special meeting called for that purpose which is held in that part of a year between 14 September and 15 May and notice of which has been sent to all active members fourteen (14) days in advance and announced from the pulpit on two consecutive Sundays at the regular Sunday church service. For such a special meeting, a quorum will be 30% of the active members of the church, and a 60% majority vote shall be required.

ARTICLE VII: THE BOARD OF TRUSTEES

Section 1. Definition. The administrative body of the church shall be a Board of Trustees. Under the direction of the congregation, this Board of Trustees shall have operating control of the affairs of the church, and shall have fiscal responsibility for the church. All real and personal property of the church shall be administered and controlled by the Board of Trustees under the limitations imposed by Article VI.

Section 2. Board Membership. The Board of Trustees shall be made up of the following seven (7) members: the President of the Congregation who shall serve as President and Chair of the Board of Trustees; the President-Elect; the immediate past President; and four (4) elected Trustees who are elected for three (3) year terms on a rotating basis. No one of the seven (7) elected Trustees shall serve more than eight (8) consecutive years.

Section 3. Officers of the Board. The Executive Committee of the Board of Trustees shall consist of the President, the President-Elect, and one other Board member elected by the Board.

Section 4. Other Church Leaders Elected by the Board. As soon as possible following the Spring Congregational Meeting, at a regular Board of Trustees meeting, the Board of Trustees shall elect a Treasurer, who may or may not be a member of the Board, who shall serve as Treasurer of the church and as an officer of the Congregation; a Secretary, who may or may not be a member of the Board, who shall serve as Secretary of the Board of Trustees; and a member of the Board to chair

the Council of Committees. The Board of Trustees may also elect one or more persons to handle special funds of the church.

Section 5. Meetings of the Board. The Board of Trustees shall hold regular monthly meetings throughout the year and such special meetings as are deemed necessary. Board of Trustees meetings are open to church members as observers only unless approved to be on the agenda. At any special meeting, only business concerning the purpose for which it was called shall be transacted. The dates and times of the regular Board of Trustees' meetings are to be published in the newsletter. The President serves as a Moderator at Board of Trustees meetings, and has a vote on the Board of Trustees. A quorum shall consist of a number of Trustees constituting 50% or more of the total membership of the Board of Trustees as of the time the meeting commences. The Secretary shall be responsible for taking minutes at Board meetings and transcribing them. Minutes of these meetings are to be made available to the congregation by posting on a bulletin board for public access. A copy is to be maintained in the church office.

Section 6. Other Committees. The Board of Trustees shall create such standing and special committees as are needed to carry out the functions of the church. The purposes and procedures of such committees shall be updated annually. Such committees shall report to the Board of Trustees.

Section 7. Vacancies and Replacements. The Board of Trustees shall fill any vacancies among elected positions until the next Spring Congregational Meeting by appointment from nominations made by the Nominating Committee, at which time the vacancy will be filled by a congregational election. Such appointment shall be only for the duration of the original term. Failure of a Board Trustee to attend three (3) consecutive regular Board of Trustees meetings shall be an automatic resignation from the Board of Trustees without further notice or action. If such member requests reinstatement within one (1) month, the Board of Trustees may reinstate this seat, although the provision may not be used for any member more than once a term. Failure of a Trustee to attend four (4) regular Board of Trustees meetings during the church year shall be an automatic motion for removal from office, upon a majority vote of the Board of Trustees.

Section 8. Removal. Any Trustee who does not carry out the duties as specified in the bylaws and Administrative Policies may, at the Board of Trustees' discretion, be removed from the Board of Trustees. Decisions of the Board of Trustees in regard to removals are subject to review by the church membership at any duly constituted congregational meeting. Vacancies in the elected Trustees occurring between Spring Congregational Meetings shall be filled by the Board of Trustees from a list of names prepared by the Nominating Committee after the thirty (30) day period for reinstatement request has expired. Individuals who are chosen to fill such vacancies shall hold office until the next Spring Congregational Meeting.

ARTICLE VIII: COMMITTEES REPORTING TO THE CONGREGATION

Directly responsible to the congregation are the Nominating Committee, the Committee on Ministry, the Ministerial Search Committee, and any others that the congregation may find necessary.

ARTICLE IX: STANDING COMMITTEES

Standing Committees are those which are established in these bylaws of the church to exist from year to year for ongoing tasks, not to be confused with Special Committees which may be appointed accomplish a specific temporary assignment or other committees which may be appointed. The Standing Committees shall be the Nominating Committee, the Committee on Ministry, the Personnel Committee, and the Music Committee.

Section 1. Nominating Committee. A Nominating Committee of six (6) members shall contribute to the leadership development of the congregation. This responsibility includes recommending people for leadership training and development. The Nominating Committee shall also present nominations for the following offices: President-Elect; Moderator and Clerk (in alternating years); one (1) or two (2) Trustees, depending on the year; and three (3) members of the Nominating Committee to serve for the following two years; and nominations, if needed, for vacancies that occur during the year. In the event that a President-elect or President is unavailable to serve the next year (as President or Past President), the nominating committee will nominate a President or nominal Past President, in order to maintain 7 members on the board. The Nominating Committee shall also be responsible for nominations to the Ministerial Search Committee as required by Article X.

Section 2. Committee on Ministry. A Committee on Ministry of five (5) members shall serve as a channel of communication between the church and the Minister to help clarify the expectations that each has for each other. The committee shall receive and act on matters related to the ministerial function and its performance. The committee shall consult with the Minister and submit an annual compensation recommendation to the Finance Council. Communications to the committee may be written or made to individual members, or by attendance at a meeting of the committee. The committee shall meet no fewer than four (4) times a year, dates to be published in the newsletter well in advance of each meeting. The committee may meet from time to time without announcement to address itself to its accumulated concerns.

New members to the Committee on Ministry shall be selected by the Minister and the Board of Trustees. The Board of Trustees shall have an open process for their selection. On each year when two members are to be selected, the Minister shall select one and the Board of Trustees shall select one. On years when only one new member is elected, the Board of Trustees shall decide between the Minister's selection and the Board of Trustees' selection.

Members of the Committee on Ministry shall be chosen for three-year terms except for the church year 1997 and 1998, in which one of the new members shall be selected for a two-year term. If a member of the committee leaves before their term expires, the Minister and the Board of Trustees shall each nominate a replacement, and the Board of Trustees shall make the final selection.

Section 3. Personnel Committee. The Personnel Committee shall support the church staff, evaluate performance of the church staff, and recommend staff changes to the Board of Trustees. (Note: The Minister is not considered a member of the church staff, and his/her performance is evaluated by the Committee on Ministry. (see Section 2 above)

Section 4. Music Committee. The Music Committee shall be responsible for providing music for some of the Sunday services in coordination with the Programming Planning Council, and for other church functions. This committee manages the church choir and supervises the music staff, which may consist of a Choir Director, Assistant Choir Director, and Accompanist, recommending the hiring and firing of the music staff to the Personnel Committee. It also supervises the maintenance and repair of the two church pianos and maintains a library of church music.

ARTICLE X: STANDING COUNCILS

Standing Councils, which continue in existence from year to year, are assemblies of persons who gather for consultation and deliberation. The Standing Councils may ask the Board of Trustees to appoint other committees to assist the Councils. The Councils may include in their membership representatives from committees that are closely related, e.g. the Membership Council may have a representative from the Caring Committee.

Section 1. Program Planning Council. There shall be a Program Planning Council which shall have the responsibility, jointly with the Minister, for studying, initiating, stimulating and coordinating the Sunday Service and other similar services and activities. The Program Planning Council shall work closely with the Board, the Minister and the Religious Education Council in carrying out these responsibilities. The Program Planning Council shall consist of the Minister and such other members of the church who desire to become members of the Council. The Council shall meet regularly, and the dates and locations of their meetings shall be published in the newsletter. The Program Planning Council shall elect a chairperson from among its members; the chairperson shall hold office for one year.

Section 2. The Finance Council. There shall be a Finance Council which shall have primary responsibility for overseeing the financial affairs of the church. The Finance Council shall consist of such members of the church who desire to become members of the Council. The Council shall meet regularly, and the dates and locations of their meetings shall be published in the newsletter.

Section 3. Membership Council. There shall be a Membership Council that shall have primary responsibility for all activities such as classes and workshops related to membership. The Clerk of the Congregation will be responsible for updating the membership rolls. The Membership Council shall consist of such members of the church who desire to become members of the Council. The Council shall meet regularly, and the dates and locations of their meetings shall be published in the newsletter.

Section 4. Religious Education Council. The Religious Education Council shall organize and administer the religious education program of the church and sponsor activities that support family involvement in the church. The Religious Education Council shall consist of such members of the church who desire to become members of the Council. The Council shall meet regularly, and the dates and locations of their meetings shall be published in the newsletter.

Section 5. Council of Committees. Membership in the Council of Committees shall consist of the chairpersons of all active councils, committees, programs and other groups or their designated representatives. The Council shall be chaired by a member of the Board of Trustees. This council will meet regularly to coordinate the activities of these committees and groups. Additionally, this council shall disseminate important information from the Board of Trustees to committee chairs, and provide feedback to the Board of Trustees of committee activities, problems and position openings.

ARTICLE XI: MEMBERSHIP GROUPS

Groups of members may join together on any basis for any purpose which they believe will further the purpose of the church. To become affiliated with the church, a new group must submit its purpose and plan of action to the Board of Trustees for consideration and approval. No group has the authority to act in the name of the church or incur indebtedness for the church except with the written authorization from the Board of Trustees. No group may advertise its activities in the church newsletter unless it is approved by the Board of Trustees as a church affiliated group.

ARTICLE XII: THE MINISTER

Section 1. Nomination. When there is a requirement for a new Minister, a Ministerial Search Committee consisting of seven (7) members shall be elected by the congregation from candidates nominated by the Nominating Committee or from the floor at the congregational meeting.

Section 2. Election and Termination. No Minister shall be called except by an affirmative vote of at least ninety percent (90%) of the members present at the congregational meeting called for that purpose. The vote shall be by secret ballot.

Both Minister and congregation shall be informed of the numbers voting for and against and the number abstaining. Any Minister selected for full time service in this church shall be in fellowship with the Unitarian Universalist Association. No Minister shall be terminated during an established tenure except by a sixty-five percent (65%) vote of the members present at the congregational meeting called for a vote of confidence in the Minister. In the event of the Minister's termination, his/her possible severance package shall be decided at that time by the Board of Trustees, in consultation with the Committee on Ministry.

Section 3. Tenure and Duties. The Minister shall be called for an indefinite tenure. He/She shall be granted complete freedom of the pulpit without restriction of his/her beliefs. He/She shall be a member ex-officio of all church groups and committees, except the Committee on Ministry, but without a vote. It shall be the duty of the Minister to make a full report to the Spring Congregational Meeting (orally, with a written copy posted on a church bulletin board) with discussion and questions with the congregation to follow. The Minister shall bring to the Board of Trustees and to the congregation any matters which seem to him/her pertinent to the welfare of the church, and make such recommendations as seem to him/her proper; but the financial decision in matters of policy and procedure shall remain with the Board of Trustees, always subject, however, to the authority of the congregation as provided herein.

Section 4. Resignation. Should the Minister offer his/her resignation, three (3) month's notice must be given at the time the resignation is made except as the Board of Trustees may allow an interval of less time.

Section 5. Interim Ministers. The decision to seek an Interim Minister shall be made at any congregational meeting that includes such a decision in its call. An Interim Minister may then be selected according to a process defined by the Board.

ARTICLE XIII: FISCAL YEAR

The fiscal year shall end the last day of June and may be altered by the Board of Trustees as circumstances warrant.

ARTICLE XIV: AMENDMENTS

Amendments to these bylaws may be proposed by the Board of Trustees or a petition of ten (10) active members. The bylaws may be amended by a sixty percent (60%) majority vote of those present at a legally constituted congregational meeting. Notice of the proposed change shall be given in full with the notice of the meeting.

ARTICLE XV: RULES OF ORDER

Proceedings of all Board of Trustees and congregational meetings shall be governed by Robert's Rules of Order, Revised, except in cases where these rules conflict with provisions of these bylaws which shall have precedence. All congregational meetings will have a Parliamentarian, appointed by the Moderator, or the Moderator may serve as Parliamentarian.

ARTICLE XVI: DISSOLUTION

Should this society cease to function and the membership vote to disband, the assets of the society will be transferred to the Unitarian Universalist Association for its general purposes, this transfer to be made in full compliance with whatever laws are applicable.

ARTICLE XVII: ORGANIZATIONAL STRUCTURE

Notwithstanding any provision to the contrary, the names and responsibilities of the standing committees and councils other than the Board of Trustees set forth in these by-laws may be altered to accommodate an organizational structure approved by the Board of Trustees. Nothing in this article shall be construed to affect the number, title, or authority of Officers of the Congregation, nomination of candidates for elected positions, the election process for elected positions, or the governance responsibilities of the Officers of the Congregation and the Board of Trustees. This Article shall expire on the date of the summer of 2010 congregational meeting unless extended by vote of the congregation.